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In the Office of the Secretary of State
of the State of California

MAR 24 2008

**CERTIFICATE OF DETERMINATION OF RIGHTS, PREFERENCES,
PRIVILEGES AND RESTRICTIONS OF
SERIES B PREFERRED STOCK OF
INTERNATIONAL SOLAR ELECTRIC TECHNOLOGY, INC.**

The undersigned, Vijay K. Kapur and Patricia Kapur, hereby certify that:

1. They are the President and Secretary, respectively, of International Solar Electric Technology, Inc., a California corporation.

2. Under the authority given by the corporation's Articles of Incorporation, as amended to date, the Board of Directors has duly adopted the following recitals and resolutions:

WHEREAS, the Articles of Incorporation of the corporation, as amended to date, provide for a class of shares known as Preferred Stock, issuable from time to time in one or more series; and

WHEREAS, the Board of Directors of the corporation is authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed on any wholly unissued series of Preferred Stock, to fix the number of shares constituting any such series, and to determine the designation thereof, or any of them; and

WHEREAS, the corporation has not issued any shares of Series B Preferred Stock and the Board of Directors of this corporation desires to determine the rights, preferences, privileges, and restrictions relating to this series of Preferred Stock, and the number of shares constituting and the designation of said series;

RESOLVED, that the Board of Directors hereby determines the designation of, number of shares constituting, and the rights, preferences, privileges, and restrictions relating to said Series B Preferred Stock as follows:

Section 1 Designation and Amount. The shares of such series shall be designated as "Series B Preferred Stock" and the number of shares constituting such series shall be one million five hundred thousand (1,500,000).

Section 2 Dividends. The Series B Preferred Stock shall not be entitled to receive any dividends whatsoever, except as follows: If this corporation declares and pays any dividends on the Common Stock, then, in that event, holders of shares of Series B Preferred Stock shall be entitled to share in such dividends on a pro rata basis, as if their shares had been converted into shares of Common Stock pursuant to Section 5(a) below ("Common Share Equivalents") immediately prior to the record date for determining the shareholders of this corporation eligible to receive such dividends.

Section 3 Liquidation Preference.

(a) Preference. In the event of any liquidation, dissolution or winding up of this corporation, either voluntary or involuntary (collectively, a "Liquidation Event"), subject to the rights of any holders of any debt of this corporation, the holders of Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of \$10.00 for each outstanding share of Series B Preferred Stock (the "Original Series B Issue Price") (subject to adjustment of such fixed dollar amount for any stock splits, stock dividends, combinations, recapitalizations or the like). To the extent holders of Series A Preferred Stock or of other series of preferred stock then outstanding are entitled to participate in such distributions, such distributions shall be distributed pro rata among such holders based upon the amount of their respective liquidation preferences, in each case until the maximum amount per share distributable to the applicable series of preferred stock has been received by holders of such series of preferred stock. If, upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of any debt holders of this corporation and the rights of any other series of Preferred Stock that may from time to time come into existence, the entire assets and funds of this corporation legally available for distribution shall be distributed ratably among the holders of the Series B Preferred Stock in proportion to the amount of such stock owned by each such holder.

(b) Remaining Assets. Upon completion of the distribution required by subsection (a) of this Section 3 and any other distribution that may be required with respect to any other series of Preferred Stock that may from time to time come in to existence, holders of the Series B Preferred Stock shall participate in any distribution of such remaining assets to the holders of the Common Stock as follows: such remaining assets of this corporation available for distribution to shareholders shall be distributed among the holders of Common Stock, the holders of the Series A Preferred Stock, and the holders of the Series B Preferred

Stock, pro rata based on the number of shares of Common Stock held by each holder, assuming the conversion of all outstanding Series A Preferred Stock and Series B Preferred Stock into Common Stock.

(c) Liquidation; Dissolution and Winding Up. For purposes of this Section 3, a liquidation, dissolution or winding up of this corporation shall, at the election of holders of a majority of the outstanding shares of Series B Preferred Stock or a majority of the outstanding shares of Series A Preferred Stock (a "Deemed Liquidation Event"), be deemed to include (i) a sale, lease, transfer or other disposition of all or substantially all of the assets of this corporation, other than to a wholly-owned subsidiary of this corporation, and (ii) a merger, consolidation or share exchange by or of this corporation with any other entity (other than one in which shareholders of this corporation own a majority by voting power of the outstanding shares of the surviving or acquiring corporation). If a meeting of the shareholders of this corporation is not otherwise called for the purpose of approving any of the foregoing actions, a meeting of the holders of the Series B Preferred Stock and Series A Preferred Stock will be called and held as soon as practicable for the purpose of voting on whether the holders shall deem such action to constitute a Deemed Liquidation Event.

(d) Valuation of Consideration. In the event of any event subject to Section 3(a) above, or of a Deemed Liquidation Event as described in Section 3(c) above (collectively, a "Liquidation Transaction"), if the consideration received by this corporation is other than cash, its value will be deemed to be its fair market value. Any securities shall be valued as follows:

(i) Securities not subject to an investment letter or other similar restrictions on free marketability:

(A) If traded on a securities exchange, the Nasdaq National Market, or the Nasdaq Capital Market (a "Trading Market"), the value shall be based on a formula approved by the Board of Directors and derived from the closing prices of the securities on such Trading Market over a specified period of time.

(B) If actively traded over-the-counter other than as set forth in clause (A) above, the value shall be based on a formula approved by the Board of Directors and derived from the closing bid or sales price (whichever is applicable) of such securities over a specified period of time.

(C) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors.

(ii) The method of valuation of securities subject to an investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as specified above in

Section 3(d)(i) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors.

(e) Notice of Liquidation Transaction. This corporation shall give each holder of record of Series B Preferred Stock written notice of any impending Liquidation Transaction not later than ten (10) days prior to the shareholders' meeting called to approve such Liquidation Transaction, or ten days prior to the closing of such Liquidation Transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such Liquidation Transaction. The first of such notices shall describe the material terms and conditions of the impending Liquidation Transaction and the provisions of this Section 3, and this corporation shall thereafter give such holders prompt notice of any material changes. Unless such notice requirements are waived, the Liquidation Transaction shall not take place sooner than ten (10) days after this corporation has given the first notice provided for herein or sooner than ten (10) days after this corporation has given notice of any material changes provided for herein. Notwithstanding any other provisions of this Certificate of Determination of Rights, Preferences, Privileges and Restrictions of the Series B Preferred Stock, all notice periods or requirements of this Section 3 may be shortened or waived, either before or after action for which notice is required, upon the written consent of holders of a majority of the voting power of the outstanding shares of Series B Preferred Stock that are entitled to such notice rights.

(f) Effect of Noncompliance. In the event the requirements of Section 3(e) are not complied with, this corporation shall forthwith either cause the closing of the Liquidation Transaction to be postponed until the requirements of Section 3(e) have been complied with, or cancel such Liquidation Transaction, in which event the rights, preferences, privileges and restrictions of the holders of Series B Preferred Stock shall revert to and be the same as such rights, preferences, privileges and restrictions existing immediately prior to the date of the first notice referred to in Section 3(e).

Section 4 Redemption. The Series B Preferred Stock shall not be entitled to any rights of redemption whatsoever.

Section 5 Conversion. The holders of the Series B Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Subject to Section 5(c), each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of this corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Series B Issue Price by the Conversion Rate (defined below) applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Rate per share for shares of Series B Preferred Stock shall be the Original Series B Issue Price and shall

thereafter be subject to adjustment as set forth in Section 5(d) below (the "Conversion Rate").

(b) Automatic Conversion. Each share of Series B Preferred Stock shall automatically be converted into shares of Common Stock, at the Conversion Rate then in effect, in the event of the closing of a Qualified IPO (defined below). As used herein, a Qualified IPO means an underwritten public offering of this corporation's securities under an effective registration statement under the Securities Act of 1933, as amended, covering the offering and sale of securities for this corporation's account to the public for gross cash proceeds to this corporation of not less than ten million dollars (\$10 million). The closing of the Qualified IPO shall be deemed to be (i) with respect to a firm underwritten Qualified IPO, the date that the underwriter(s) purchase from this corporation at least \$10 million of securities of this corporation for distribution pursuant to the applicable registration statement, or (ii) with respect to a best efforts underwritten Qualified IPO, the date on which subscriptions for at least \$10 million of securities of this corporation being offered for the account of this corporation have been received and accepted pursuant to the Qualified IPO and any conditions to the sale of such securities have been satisfied or waived.

(c) Mechanics of Conversion. Before any holder of shares of Series B Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of this corporation or of any transfer agent for the Series B Preferred Stock and shall give written notice to this corporation at its principal corporate office, of the election to convert the same and shall state therein the number of shares of Series B Preferred Stock to be converted and the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of the Series B Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of fully paid and nonassessable shares of Common Stock to which such holder shall be entitled as aforesaid together with a cash adjustment in respect of any fraction of a share to which the holder shall be entitled as provided in Section 5(h)(i), and, if less than the entire number of shares of Series B Preferred Stock represented by the certificate or certificates surrendered is to be converted, a new certificate for the number of shares of Series B Preferred Stock not so converted. For purposes of a conversion pursuant to Section 5(a), such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of the Series B Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If a conversion pursuant to Section 5(a) is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Series B Preferred Stock for conversion, be conditioned upon the effectiveness of the registration statement relating to such

offering, in which event the person(s) entitled to receive Common Stock upon conversion of such Preferred Stock shall not be deemed to have converted such Series B Preferred Stock until immediately prior to the effectiveness of the registration statement relating to such offering. For purposes of a conversion pursuant to Section 5(b), such conversion shall be deemed to have been made immediately prior to the close of business on the date on which the action specified in Section 5(b) has taken place, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date and thereafter, the holder shall have no rights with respect to such Series B Preferred Stock except to receive the number of shares of Common Stock such Series B Preferred Stock is convertible into.

(d) Conversion Rate Adjustments of Series B Preferred Stock for Certain Dilutive Issuances, Splits and Combinations. The Conversion Rate of the Series B Preferred Stock shall be subject to adjustment from time to time as follows:

(i) Issuance of Additional Stock below Conversion Rate. If this corporation shall issue, after the date upon which any shares of Series B Preferred Stock were first issued (the "Purchase Date"), (i) any shares of Common Stock for a purchase price per share less than the Conversion Rate in effect immediately prior to such issuance, or (ii) options, warrants or rights to purchase Common Stock, or convertible securities convertible into or exchangeable for shares of Common Stock (such options, warrants, rights and convertible securities are hereinafter referred to collectively as "Common Stock Rights") at an exercise price or conversion rate per share that is less than the Conversion Rate in effect immediately prior to such issuance, then in either such event the Conversion Rate shall automatically be adjusted to equal the purchase price of such shares or the exercise price or conversion rate of the Common Stock Rights, as applicable.

(ii) Stock Splits and Dividends. In the event this corporation should at any time, or from time to time after the Purchase Date, fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or Common Stock Rights without payment of any consideration by such holder for the additional shares of Common Stock or Common Stock Rights (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend, distribution, split or subdivision if no record date is fixed), the Conversion Rate of the Series B Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Series B Preferred Stock shall be adjusted so that the holder of each share of Series B Preferred Stock shall be entitled to receive the number of shares of Common Stock which such holder would have owned or would have been entitled to receive after the happening of

any of the events described above, had such shares of Series B Preferred Stock been converted into shares of Common Stock immediately prior to the happening of such event or any record date with respect thereto. An adjustment made pursuant to this paragraph (ii) shall become immediately effective after the effective date or such event retroactive to the record date, if any, for such event.

(iii) Reverse Stock Splits. Notwithstanding any other provision of this Section 5, if the number of shares of Common Stock outstanding at any time after the Purchase Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Rate for the Series B Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(e) Other Distributions. In the event this corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in Section 5(d)(ii), then, in each such case for the purpose of this Section 5(e), the holders of Series B Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of this corporation into which their shares of Series B Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of this corporation entitled to receive such distribution.

(f) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 5 or Section 3), provision shall be made so that the holders of the Series B Preferred Stock shall thereafter be entitled to receive in such recapitalization the number of shares of stock or other securities or property of this corporation or otherwise, to which a holder of Common Stock deliverable upon conversion of such Series B Preferred Stock would have been entitled to receive in such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 5 with respect to the rights of the holders of Series B Preferred Stock after the recapitalization to the end that the provisions of this Section 5 (including adjustment of the Conversion Rate then in effect and the number of Shares purchasable upon conversion of such Series B Preferred Stock) shall be applicable after that event and be nearly as equivalent as practicable.

(g) No Impairment. This corporation will not, by amendment of this Certificate of Determination or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, reclassification, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this

corporation, but will at all times in good faith assist in the carrying out of all the provisions of Section 3 or this Section 5 and in the taking of all such action as may be necessary or appropriate in order to protect the liquidation rights and Conversion Rights of the holders of Series B Preferred Stock against impairment.

(h) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares of Common Stock or scrip representing fractional shares of Common Stock shall be issued upon any conversion of any shares of Series B Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series B Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, this corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the fair market value per share (as determined in good faith by the Board of Directors) of the Common Stock on the date of conversion.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Rate of Series B Preferred Stock pursuant to this Section 5, this corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of such Series B Preferred Stock, a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This corporation shall, upon the written request at any time of any holder of Series B Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Rate at the time in effect and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series B Preferred Stock.

(i) Notices of Record Date. In the event of any taking by this corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, this corporation shall mail to each holder of Series B Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(j) Reservation of Stock Issuable Upon Conversion. This corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series B Preferred Stock, such number of its

shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series B Preferred Stock, in addition to such other remedies as shall be available to the holder of Series B Preferred Stock, this corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts, if necessary, to obtain the requisite shareholder approval of any necessary amendment to this Certificate of Determination.

(k) Notices. Any notice required by the provisions of this Section 5 to be given to the holders of shares of Series B Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the books of this corporation.

(l) Exclusions. Notwithstanding anything to the contrary in this Section 5, no adjustment shall be made to the Conversion Rate for the shares of Series B Preferred Stock with respect to: (i) securities issued upon the exercise or conversion, as the case may be, of any Common Stock Rights, if the Conversion Rate was adjusted for the issuance of such Common Stock Rights, (ii) shares of Common Stock issued in connection with a stock dividend, stock split, or subdivision of shares of Common Stock, if the Conversion Rate was adjusted for the applicable stock dividend, stock split, or subdivision, (iii) shares of Common Stock or options to purchase shares of Common Stock issued or issuable to employees of this corporation or a subsidiary thereof pursuant to this corporation's existing 2006 Stock Option Plan, or (iv) shares of Common Stock issued or issuable to banks or equipment lessors pursuant to debt financings, equipment leaseings, or real property leasing transactions if in any such instance the transaction has been approved by the Board of Directors of this corporation.

(m) No Conversion Tax or Charge. The issuance or delivery of certificates for Common Stock upon the conversion of shares of Series B Preferred Stock shall be made without charge to the converting holder of shares of Series B Preferred Stock for such certificates or for any tax in respect of the issuance or delivery of such certificates or the securities represented thereby, and such certificates shall be issued or delivered in the respective names of, or (subject to compliance with the applicable provisions of federal and state securities laws) in such names as may be directed by, the holders of the shares of Series B Preferred Stock so converted; provided, however, that this corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any such certificate in a name other than that of the holder of the shares of Series B Preferred Stock so converted, and this corporation shall not be required to issue or deliver such certificate unless or until the person or persons requesting the issuance or delivery

thereof shall have paid to this corporation the amount of such tax or shall have established to the reasonable satisfaction of this corporation that such tax has been paid.

Section 6 Voting Rights. The holders of Series B Preferred Stock shall have no voting rights or powers except as provided by law or in this Section 6.

(a) Except as to matters specified in Sections 6(b) or 6(c) below, each holder of Preferred Stock shall be entitled to vote on each matter on which holders of shares of Common Stock are entitled to vote. For such purposes, each share of Series B Preferred Stock shall represent as many votes as the number of shares of Common Stock into which it is then convertible. Except as otherwise expressly provided in this Section 6 or as required by law, the holders of shares of Series B Preferred Stock and the Common Stock shall vote together as a single class on all matters submitted to a vote of shareholders.

(b) If as of the record date of any election of directors of this corporation there are outstanding not less than two hundred thousand (200,000) shares of Series B Preferred Stock outstanding, holders of the outstanding shares of Series B Preferred Stock shall be entitled to elect one director of this corporation, which director shall be elected by such holders by vote of a plurality of the votes cast by holders of Series B Preferred Stock. Except as otherwise required by law, such director may be removed, with or without cause, only by the vote of holders of a majority of the outstanding shares of Series B Preferred Stock, and any vacancy in such position may be filled only by the holders of outstanding shares of Series B Preferred Stock.

(c) Holders of the outstanding shares of Series B Preferred Stock shall vote separately as a class with respect to, and shall approve by a majority of the votes cast by such holders or by such greater vote as may be required by the California General Corporation Law, each of the following by this corporation: (i) any proposed amendment, alteration, or repeal of any provision of the Certificate of Determination for the Series B Preferred Stock; (ii) the subsequent creation, or authorization of the creation of, or issuance of, any other security convertible into or exercisable for, any equity security of this corporation having rights, preferences or privileges senior to the Series B Preferred Stock; (iii) changing the principal business of this corporation or exiting the current principal line of business of this corporation; (iv) increasing the number of shares that are a part of this corporation's current Employee Stock Plan in excess of 10% of the then-outstanding shares of Common Stock of this corporation (after giving effect to the exercise or conversion of all Common Stock Rights then outstanding); (v) approval of any new employee benefit plan whereby equity securities of this corporation or Common Stock Rights are issuable thereunder; or (vi) the redemption by this corporation of equity securities of this corporation owned by an officer or director of this corporation or by a holder (beneficially or of record) of 10% or more of any outstanding class of equity securities of this corporation.

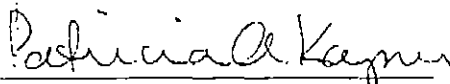
3. The number of shares constituting the Series B Preferred Stock shall be One Million Five Hundred Thousand (1,500,000) shares.

4. None of the shares of the Series B Preferred Stock has been issued.

The undersigned, Vijay K. Kapur and Patricia Kapur, the President and Secretary, respectively, of International Solar Electric Technology, Inc., each declares under penalty of perjury under the State of California that the matters set out in the foregoing Certificate are true of his or her own knowledge and that this declaration was executed on March 24, 2008 at Chatsworth, California.



Vijay K. Kapur, President



Patricia Kapur, Secretary